

DAVID L. NEALE (SBN 141225)
J.P. FRITZ (SBN 245240)
LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
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Proposed Counsel for
Official Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION**

In re:	) Case No. 2:19-bk-14989-WB
)
	) Chapter 11
SCOOBEEZ, et al. ¹)
	) Jointly Administered With Case Nos.:
Debtors and Debtors in Possession.	) 2:19-bk-14991-WB and 2:19-bk-14997-WB
)
_____	) APPLICATION TO EMPLOY LEVENE,
Affected Debtor(s):	) NEALE, BENDER, YOO & BRILL L.L.P.
	) AS GENERAL BANKRUPTCY COUNSEL
<input type="checkbox"/> All Debtors	) FOR THE OFFICIAL COMMITTEE OF
	) UNSECURED CREDITORS;
<input checked="" type="checkbox"/> Scoobeez	) DECLARATION OF DAVID L. NEALE IN
	) SUPPORT THEREOF
<input checked="" type="checkbox"/> Scoobeez Global, Inc.)
) [NO HEARING REQUIRED UNLESS
<input type="checkbox"/> Scoobur LLC) REQUESTED PER LOCAL BANKRUPTCY
) RULE 2014-1(b)(1)(C)]
)
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_____)

¹ The Debtors and the last four digits of their respective federal taxpayer identification numbers are as follows: Scoobeez (6339); Scoobeez Global, Inc. (9779); and Scoobur, LLC (0343). The Debtors' address is 3463 Foothill Boulevard, Glendale, California 91214.

1 The Official Committee of Unsecured Creditors (the “Committee”) in the jointly
2 administered bankruptcy cases of Scoobeez and Scoobeez Global, Inc. (each a “Debtor” and,
3 collectively, the “Debtors”), debtors and debtors in possession herein, respectfully submits its
4 application (the “Application”) to employ the law firm of Levene, Neale, Bender, Yoo & Brill
5 L.L.P. (“LNBYB”) as the Committee’s general bankruptcy counsel pursuant to 11 U.S.C. §§
6 327(a), 330 and 1103(a), and hereby represents as follows:

7 1. The Debtors commenced their jointly-administered bankruptcy cases by each
8 filing voluntary petitions under chapter 11 of the Bankruptcy Code on April 30, 2019. The
9 Debtors are presently operating their business and managing their financial affairs as debtors-in-
10 possession pursuant to 11 U.S.C. §§ 1107 and 1108.

11 2. On May 20, 2019, the Office of the United States Trustee (the “U.S. Trustee”)
12 appointed the Committee and selected the following members: Nexgen Capital, LLC, Avitus,
13 Inc., and Minas Sarafian.

14 3. The Committee requires the services of bankruptcy counsel to carry out its duties
15 in the Debtors’ chapter 11 bankruptcy cases. After consideration, the Committee voted in favor
16 of employing LNBYB as its general bankruptcy counsel, taking into account LNBYB’s firm
17 size, experience, skill level and cost. The Committee therefore seeks to employ LNBYB as its
18 general bankruptcy counsel, at the expense of the Debtors’ bankruptcy estates, and to have its
19 employment of LNBYB be deemed effective as of May 22, 2019, the date the Committee chose
20 LNBYB as its counsel.

21 4. The Committee requires the assistance of counsel to render, among others, the
22 following types of professional services:

23 (a) advising the Committee with regard to the requirements of the
24 Bankruptcy Court, Bankruptcy Code, Bankruptcy Rules and the U.S. Trustee as they pertain to
25 the Committee;

26 (b) advising the Committee with regard to certain rights and remedies of the
27 Debtors’ bankruptcy estates and the rights, claims and interests of creditors;
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1 (c) representing the Committee in any proceeding or hearing in the
2 Bankruptcy Court involving the Debtors' estates unless the Committee is represented in such
3 proceeding or hearing by other special counsel;

4 (d) conducting examinations of witnesses, claimants or adverse parties and
5 representing the Committee in any adversary proceeding, except to the extent that any such
6 adversary proceeding is in an area outside of LNBYB's expertise;

7 (e) preparing and assisting the Committee in the preparation of reports,
8 applications, pleadings and orders including, but not limited to, applications to employ
9 professionals, and responding to pleadings filed by any other party in interest in these cases,
10 including the Debtors;

11 (f) assisting the Committee to evaluate any sale or other disposition of assets
12 in these cases;

13 (g) assisting the Committee to evaluate the existence of any assets and/or
14 causes of action to pursue and representing the Committee in connection with the pursuit of any
15 such causes of action;

16 (h) assisting the Committee in the negotiation, formulation, preparation and
17 confirmation of a plan of reorganization and the preparation and approval of a disclosure
18 statement in respect of the plan; and

19 (i) performing any other services which may be appropriate in LNBYB's
20 representation of the Committee during these bankruptcy cases.

21 5. The Committee believes that LNBYB is comprised of attorneys who specialize
22 in reorganization and bankruptcy law and are well-qualified to represent the Committee. All
23 attorneys comprising or associated with LNBYB are admitted to practice law in the California
24 courts and in the United States District Court and Bankruptcy Court for the Central District of
25 California. A copy of LNBYB's firm resume is attached as Exhibit "A" to the Declaration of
26 David L. Neale, Esq. (the "Neale Declaration") annexed hereto. The Committee expects that
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1 David L. Neale and John-Patrick M. Fritz will be the primary attorneys at LNBYB responsible
2 for the representation of the Committee during the Debtors' chapter 11 cases.

3 6. LNBYB intends to seek Court authority to be paid for any and all fees incurred
4 and expenses advanced by LNBYB in conformity with 11 U.S.C. §§ 330 and 331. LNBYB will
5 bill its time for its representation of the Committee on an hourly billing basis in accordance with
6 LNBYB's standard hourly billing rates. A listing of the current hourly rates for each of
7 LNBYB's attorneys is attached as Exhibit "B" to the Neale Declaration annexed hereto.
8 LNBYB's compensation will be calculated based on the annexed current hourly rates, subject to
9 further notice.

10 7. It is contemplated that LNBYB will seek interim and final compensation in the
11 cases as is permitted by Bankruptcy Code Sections 330 and 331 and Bankruptcy Rule 2016. No
12 compensation will be paid except upon application to and approval by this Court after notice
13 and a hearing in accordance with Bankruptcy Code Sections 330 and 331, Bankruptcy Rule
14 2016 and Local Bankruptcy Rule 2016-1.

15 8. Because LNBYB's practice is limited exclusively to matters of bankruptcy,
16 insolvency and reorganization law, the services provided by LNBYB do not include the
17 rendition of substantive legal advice outside of these areas, such as corporate, tax, securities,
18 tort, environmental, labor, criminal, real estate law or real estate litigation. Accordingly,
19 LNBYB will not be required to represent or advise the Committee in matters which LNBYB
20 believes are beyond LNBYB's expertise such as the areas of law just described. In addition,
21 LNBYB will not be required to represent the Committee in matters where LNBYB determines
22 that it lacks the ability to staff the matter adequately, such as in certain, major complex
23 litigation.

24 9. LNBYB has represented other committees, debtors and trustees in cases before
25 the United States Bankruptcy Court for the Central District of California. Such prior
26 representation in no way affects the proposed representation as provided for herein.
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1 10. As set forth in the annexed Neale Declaration, other than as stated therein, to the
2 best of LNBYB's knowledge, LNBYB does not hold or represent any interest adverse to the
3 Committee, the creditors herein or the bankruptcy estates, and LNBYB is a "disinterested
4 person" as that term is defined in Section 101(14) of the Bankruptcy Code.

5 11. Individual attorneys with LNBYB may have previously represented Committee
6 members or other creditors of the Debtors in previous matters wholly unrelated to the present
7 cases. However, none of these prior representations are ongoing and LNBYB will not be
8 representing any affiliates or insiders in these cases. Further, other than as set forth hereinabove
9 and in the Neale Declaration, and based on the information currently available to LNBYB,
10 LNBYB has no prior connection with the Debtors, the bankruptcy estates, any insiders of the
11 Debtors, any entities related to the Debtors, any creditors of the Debtors, or any other party in
12 interest in these cases, or their respective attorneys or accountants, the U.S. Trustee or any
13 person employed by the U.S. Trustee, except that, prior to its selection as counsel for the
14 Committee, LNBYB represented Nexgen Capital, LLC, but received no payment(s) from
15 Nexgen Capital, LLC in connection with that representation. Nexgen Capital, LLC is now a
16 member of the Committee, and the other Committee members are aware of LNBYB's prior
17 representation.

18 12. LNBYB is not a creditor, an equity security holder or an insider of the Debtors,
19 nor does it hold or represent any interest materially adverse to the Committee, the creditors
20 herein or the bankruptcy estates.

21 13. The Committee believes that its employment of LNBYB upon the terms and
22 conditions set forth above is in the best interests of the Committee and the creditors of the
23 Debtors' estates.

24 14. A true and correct copy of the Notice of this Application, which was filed and
25 served in accordance with Local Bankruptcy Rule 2014-1(b)(2), is attached as Exhibit "C" to
26 the Neale Declaration annexed hereto.
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1 **WHEREFORE**, the Committee respectfully requests that the Court approve the
2 Committee's application to employ LNBYB as its general bankruptcy counsel effective as of
3 May 22, 2019, upon the terms and conditions set forth above.

4 Dated: May __, 2019

THE OFFICIAL COMMITTEE OF UNSECURED
CREDITORS FOR SCOOBEEZ AND SCOOBEEZ
GLOBAL, INC.

7 By: _____



8 Avitus, Inc.

9 Chair of the Official Committee of Unsecured
10 Creditors, through its authorized representative,
Donald Reile, President

11 PRESENTED BY:

12 LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.

13 By: /s/ David L. Neale

14 DAVID L. NEALE

15 JOHN-PATRICK M. FRITZ

16 LEVENE, NEALE, BENDER, YOO

& BRILL L.L.P.

Proposed Counsel for the Official

Committee of Unsecured Creditors

DECLARATION OF DAVID L. NEALE

I, David L. Neale, hereby declare as follows:

1. I have personal knowledge of the facts set forth below and, if called upon to testify, would and could competently testify to their truth. Any capitalized terms not defined herein have the meanings ascribed to them in the foregoing Application.

2. I am a partner in the law firm of Levene, Neale, Bender, Yoo & Brill L.L.P. ("LNBYB"). I am an attorney licensed to practice in the State of California, in the United States District Court and the Bankruptcy Courts for the Southern, Central, Northern and Eastern Districts of California, and in the United States Court of Appeals for the Ninth Circuit.

3. The Debtors commenced their jointly-administered bankruptcy cases by each filing voluntary petitions under chapter 11 of the Bankruptcy Code on April 30, 2019. The Debtors are presently operating their business and managing their financial affairs as debtors-in-possession pursuant to 11 U.S.C. §§ 1107 and 1108.

4. On May 20, 2019, the Office of the United States Trustee appointed the Committee and selected the following members: Nexgen Capital, LLC, Avitus, Inc., and Minas Sarafian.

5. LNBYB has agreed to represent the Committee as its bankruptcy counsel to render such ordinary and necessary legal services as may be required in connection with the Debtors' chapter 11 bankruptcy cases including, but not limited to rendering the following types of professional services:

(a) advising the Committee with regard to the requirements of the Bankruptcy Court, Bankruptcy Code, Bankruptcy Rules and the U.S. Trustee as they pertain to the Committee;

- (b) advising the Committee with regard to certain rights and remedies of the Debtors' bankruptcy estates and the rights, claims and interests of creditors;
- (c) representing the Committee in any proceeding or hearing in the Bankruptcy Court involving the Debtors' estates unless the Committee is represented in such proceeding or hearing by other special counsel;
- (d) conducting examinations of witnesses, claimants or adverse parties and representing the Committee in any adversary proceeding except to the extent that any such adversary proceeding is in an area outside of LNBYB's expertise;
- (e) preparing and assisting the Committee in the preparation of reports, applications, pleadings and orders including, but not limited to, applications to employ professionals, and responding to pleadings filed by any other party in interest in these cases, including the Debtors;
- (f) assisting the Committee to evaluate any sale or other disposition of assets in these cases;
- (g) assisting the Committee to evaluate the existence of any assets and/or causes of action to pursue and representing the Committee in connection with the pursuit of any such causes of action;
- (h) assisting the Committee in the negotiation, formulation, preparation and confirmation of a plan of reorganization and the preparation and approval of a disclosure statement in respect of the plan; and
- (i) performing any other services which may be appropriate in LNBYB's representation of the Committee during these bankruptcy cases.

6. LNBYB is comprised of attorneys who specialize in and limit their practice to matters of insolvency, reorganization and bankruptcy law and are well-qualified to represent the

1 Committee. All attorneys comprising or associated with LNBYB are admitted to practice law
2 in the California courts and in the United States District Court and Bankruptcy Court for the
3 Central District of California. A copy of LNBYB's firm resume is attached as Exhibit "A"
4 hereto. I expect that John-Patrick M. Fritz and I will be the primary attorneys at LNBYB
5 responsible for the representation of the Committee during these chapter 11 cases.

6 7. A listing of the current hourly rates for each of LNBYB's attorneys is attached as
7 Exhibit "B" hereto. My current billing rate is \$625.00 per hour. Mr. Fritz's current billing rate
8 is \$580.00 per hour. LNBYB's compensation will be calculated based on the annexed current
9 hourly rates, subject to further notice.

10 8. LNBYB has not received a retainer for services to be rendered in these cases.
11 Nor has LNBYB received any lien or other interest in property of the Debtors or of a third party
12 to secure payment of LNBYB's fees or expenses.

13 9. LNBYB intends to seek Court authority to be paid for any and all fees incurred
14 and expenses advanced by LNBYB in conformity with 11 U.S.C. §§ 330 and 331. LNBYB will
15 bill its time for its representation of the Committee on an hourly billing basis in accordance with
16 LNBYB's standard hourly billing rates.

17 10. LNBYB understands that its compensation in these bankruptcy cases will be
18 subject to the approval of the Court. LNBYB will seek interim and final compensation in the
19 cases as is permitted by Bankruptcy Code Sections 330 and 331 and Bankruptcy Rule 2016. No
20 compensation will be paid except upon application to and approval by this Court after notice
21 and a hearing in accordance with Bankruptcy Code Sections 330 and 331, Bankruptcy Rule
22 2016 and Local Bankruptcy Rule 2016-1.

23 11. Because LNBYB's practice is limited exclusively to matters of bankruptcy,
24 insolvency and reorganization law, the services provided by LNBYB do not include the
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1 rendition of substantive legal advice outside of these areas, such as corporate, tax, securities,
2 tort, environmental, labor, criminal, real estate law or real estate litigation. LNBYB will not be
3 required to represent or advise the Committee in matters which LNBYB believes are beyond
4 LNBYB's expertise such as the areas of law just described. In addition, LNBYB will not be
5 required to represent the Committee in matters where LNBYB determines that it lacks the
6 ability to staff the matter adequately, such as in certain, major complex litigation.

7
8 12. LNBYB has represented other committees, debtors and trustees in cases before
9 the United States Bankruptcy Court for the Central District of California. I do not believe that
10 such prior representation in any way affects the proposed representation as provided for herein.

11 13. Other than as stated herein, to the best of my knowledge, LNBYB does not hold
12 or represent any interest adverse to the Committee, the creditors herein or the bankruptcy
13 estates, and LNBYB is a "disinterested person" as that term is defined in Section 101(14) of the
14 Bankruptcy Code.

15
16 14. Individual attorneys with LNBYB may have previously represented Committee
17 members or other creditors of the Debtors in previous matters wholly unrelated to the present
18 cases. However, none of these prior representations are ongoing and LNBYB will not be
19 representing any affiliates or insiders in these cases. Further, other than as set forth herein, and
20 based on the information currently available to LNBYB, LNBYB has no prior connection with
21 the Debtors, the bankruptcy estates, any insiders of the Debtors, any entities related to the
22 Debtors, any creditors of the Debtors, or any other party in interest in these cases, or their
23 respective attorneys or accountants, the U.S. Trustee or any person employed by the U.S.
24 Trustee, except that, prior to its selection as counsel for the Committee, LNBYB represented
25 Nexgen Capital, LLC, but received no payment(s) from Nexgen Capital, LLC in connection
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1 with that representation. Nexgen Capital, LLC is now a member of the Committee, and the
2 other Committee members are aware of LNBYB's prior representation.

3 15. Neither LNBYB nor any of its attorneys are a relative or an employee of the U.S.
4 Trustee or the Bankruptcy Judge assigned to these cases.

5 16. LNBYB not a creditor, an equity security holder, or an insider of the Debtors.

6 17. To the best of my knowledge, LNBYB does not hold or represent any interest
7 materially adverse to the interest of the estates or of any class of creditors or equity security
8 holders, by reason of any direct or indirect relationship to, connection with, or interest in, the
9 Debtors or an investment banker for any security of the Debtors, or for any other reason.
10

11 18. LNBYB has not shared or agreed to share its compensation for representing the
12 Committee with any other person or entity, except among its members.

13 19. A true and correct copy of the Notice of the Application, which was filed and
14 served in accordance with Local Bankruptcy Rule 2014-1(b)(2), is attached as Exhibit "C"
15 hereto.
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17 I declare under penalty of perjury under the laws of the United States that the foregoing
18 is true and correct.

19 Executed this 24th day of May, 2019, at Los Angeles, California.

20 /s/ David L. Neale
21 DAVID L. NEALE
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EXHIBIT A

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
LAW OFFICES



PROFESSIONAL RESUME

DAVID W. LEVENE, born March 24, 1945, New York, New York. A founding partner of Levene, Neale, Bender, Yoo & Brill L.L.P.. Business and Professional Experience: July, 1974 to Present, attorney specializing in matters of bankruptcy, insolvency, business reorganization and commercial financing. Education and Honors: University of Southern California, B.S., Business Administration, 1967; University of Southern California, M.B.A., finance and marketing, 1968; Loyola University of Los Angeles, J.D. *magna cum laude*, 1974. Bar Admissions: California, United States District Court for the Southern, Central, Eastern and Northern Districts of California; and U.S. Court of Appeals, Ninth Circuit. Professional Memberships and Associations: Los Angeles County (past member: Executive Committee, Commercial Law and Bankruptcy Section; Bankruptcy Subcommittee); Past chair of Bankruptcy Section of Beverly Hills Bar Association; Federal and American Bar Associations; The State Bar of California; Financial Lawyers Conference; American Bankruptcy Institute; Commercial Law League of America; and Turnaround Management Association. Guest Lecturer: Frost & Sullivan, Inc., "Loan Workouts, LBOs and Bankruptcy"; The Banking Law Institute, "Loan Workout, Restructure and Bankruptcy"; Drexel Burnham Lambert, "Chapter 11"; Financial Lawyers Conference, "Fraudulent Conveyances"; Los Angeles Bankruptcy Forum, "Out of Court Reorganizations"; Orange County Bankruptcy Forum, "Restructuring Financially Troubled Businesses"; Jewelers Board of Trade, "Consignment Issues in Bankruptcy"; Turnaround Management Association, "Case Study on Representation of Debtor in Out of Court Workouts and Chapter 11"; National Conference of the Turnaround Management Association, "Gaining Confidence of Lenders and Creditors in Workouts and Restructurings"; Young Presidents' Organization National Conference, "Acquisition and Investment Opportunities in Bankruptcy Reorganization Cases"; The Counselors of Real Estate Convention, "Chapter 11 and the Role of the Real Estate Advisor"; Association of Insolvency Accountants: Valuation Conference, "Valuation Issues in Chapter 11 Cases", Moderator of seminar on "Workouts" sponsored by Orange Country Bankruptcy Forum, "Role of Appraisers in Bankruptcy & Reorganization Cases" presented at convention of American Society of Appraisers, and guest lecturer on "Workouts and Restructuring" presented nationally by Fulcrum Information Services. Twice

continued...

pg 1 of 2



DAVID W. LEVENE

dwl@lnbyb.com

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
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DAVID W. LEVENE
PROFESSIONAL RESUME
continued from page 1

included in annual list of “100 most prominent business attorneys practicing in Los Angeles County” in Los Angeles Business Journal’s annual list of “Who’s Who in Law and Accounting.” Repeatedly listed as a “Southern California Super Lawyer” in annual polls of his peers.

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
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PROFESSIONAL RESUME

DAVID L. NEALE began his legal career in New York, with the law firm of Kramer, Levin, Nessen, Kamin & Frankel, where he represented creditors and creditors' committees in large, complex cases such as Texaco Inc., LTV Steel and Charter Co. When Mr. Neale relocated to California in 1989, to join the law firm of Levene & Eisenberg, he brought with him an understanding of creditors' rights and remedies that he was able to apply to the representation of debtors and other constituencies in bankruptcy and workout situations.

His broad experience includes handling cases in a variety of areas including: **Manufacturing** (successful Chapter 11 reorganization for companies such as Future Media Productions, a manufacturer of blank CDs and DVDs; California Aircraft & Engines, Inc., a manufacturer of aircraft engine parts with claimants from around the world; DCC Compact Classics, Inc., a manufacturer of specialty CDs and recordings; Fernandes Guitars, a manufacturer of electric and acoustic guitars for distribution around the world); **Food and beverage industry** (Chinois Restaurant, successful Chapter 11 reorganization for a Las Vegas restaurant; Café-Melisse Valencia, successful out-of court workout and orderly liquidation; Galletti Brothers Foods, successful Chapter 11 reorganization for one of the nation's largest fresh seafood wholesalers) Crunchies Food Company, successful Chapter 11 sale of assets of retailer of dried fruit snacks); **Construction** (successful Chapter 11 reorganization for Rock & Waterscape, Inc., builder of water-themed features in Las Vegas and around the world); **Real Estate** (successful Chapter 11 cases for Roosevelt Lofts, LLC, involving a condominium conversion in downtown Los Angeles; North Silver Lake Lodge, LLC, involving one of the last undeveloped parcels of real property in the Deer Valley, Utah ski resort area; IDM Corporation and its affiliates requiring the restructuring of over \$1 billion in debt; and Galletti Brothers Investments, a real estate partnership with multiple properties. He has also represented Ritter Ranch Development, the owner of an 11,000-acre development property in Palmdale; and National Enterprises, Inc. and San Diego Investments, real estate management and development companies with properties across the United States); **Energy** (representing the California Independent System Operator Corporation in connection with the bankruptcy cases of California Power Exchange, Pacific Gas & Electric Co., Enron Inc. and Mirant and its affiliates; Evergreen Oil, an oil re-refining company operating throughout California); **Banking and finance** (Imperial Credit Industries, Inc.); **Trucking** (Green Fleet Systems and TKS Leasing, successfully confirming a



DAVID L. NEALE
dln@lnbyb.com

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
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DAVID L. NEALE
PROFESSIONAL RESUME
continued from page 1

plan of reorganization for a short-haul trucking company operating out of the ports of Los Angeles and Long Beach; Coast Bridge Logistics, Inc. representing another short-haul trucking company in connection with the sale of its assets; Consolidated Freightways and its affiliates, in which Mr. Neale represented multi-employer pension funds that were the largest creditors and went on to represent the post-confirmation Plan Oversight Committee and serve as special counsel to the Liquidating Trust in certain litigation and appellate matters, and The Penn Traffic Co. and its affiliates, in which Mr. Neale represented certain multi-employer retirement, health and welfare funds); **Health Care** (Solid Landings Behavioral Health and its affiliates, operators of rehab facilities in California, Texas and Nevada); North American Health Care and affiliates (operators of skilled nursing facilities); **Technology and Communication** (WCI Cable, Inc., a fiber optic cable network located in Oregon and Alaska); and **Retail** (successful Chapter 11 cases for Ortho Mattress, Inc., a manufacturer and retailer of bedding products; Britches of Georgetowne, Inc., a clothing retailer with outlets in several states). Mr. Neale has a particular expertise in the **Entertainment Industry**. He has represented clients involved in **publishing** (New Millennium Entertainment, Buzz Magazine); **film exhibition** (Resort Theaters of America); **film production** (Franchise Pictures, LLC and its affiliates); The Samuel Goldwyn Company in connection with its acquisition of Heritage Entertainment); **music** (Even St. Productions, LLC, the owner of rights relating to the catalogue of Sly & the Family Stone) and **artists** (Gladys Knight, Mick Fleetwood, Lynn Redgrave, among others). He has also successfully represented numerous individual Chapter 11 debtors with respect to personal real estate holdings and liabilities and other financial difficulties. Mr. Neale has also represented numerous purchasers, equity interest holders, creditors and official committees in many Chapter 11 cases around the country. This is a small sample of the cases he has handled over his almost 30-year legal career.

Mr. Neale is both an experienced and aggressive litigator whose cases have resulted in over a dozen notable published opinions by the Bankruptcy Court, District Court and Ninth Circuit Court of Appeals. He also brings his negotiating skills to bear as a member of the Mediation Panel for the Bankruptcy Court for the Central District of California. He is a member of the American Bar Association, Association of the Bar of the City of New York, New York County Bar Association, Century City Bar Association, Beverly Hills Bar Association, Financial Lawyers Conference, Turnaround Management

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DAVID L. NEALE
PROFESSIONAL RESUME

continued from page 2

Association, and the Commercial Law League of America. He has served on the Board of Directors of the AIDS Project Los Angeles and the Los Angeles division of the American Friends of Hebrew University.

Mr. Neale received his B.A., *summa cum laude* from Princeton University in 1984 and his J.D. from Columbia University School of Law in 1987. He was admitted to the New York Bar in 1988 and the California Bar in 1989. He was admitted to the Ninth Circuit Court of Appeals in 1989, and was admitted to the United States District Court for the Southern and Eastern Districts of New York in 1988. In 1989, he was admitted to the Central, Eastern, Northern and Southern Districts of California. He has also practiced extensively in courts around the country, in venues as diverse as Oregon, Arizona, Nevada, Texas, Arkansas, Utah, Florida, New York, Delaware and Tennessee.

Mr. Neale is the author of "Bankruptcy and Contractual Relations in the Entertainment Industry – An Overview," 1990 *Entertainment, Publishing and the Arts Handbook*; "A Survey of Recent Bankruptcy Decisions Impacting upon the Entertainment Industry," 1992–1993 *Entertainment, Publishing and the Arts Handbook*; "SEC Actions and Stays," *National Law Journal*, 2002; "The Scope and Application of 11 U.S.C. § 1145," American Bankruptcy Institute Bankruptcy Battleground West, 2003, and "Whose Life is it Anyway? Treatment of Unique Assets in Bankruptcy," American Bankruptcy Institute Winter Leadership Conference, 2016. He was featured as a "Mover & Shaker" by *The Deal* magazine in 2006, and has been interviewed several times by, among others, KNX news radio in Los Angeles, *Variety* magazine, *The Hollywood Reporter*, and the *California Real Estate Journal* on bankruptcy topics. He has appeared as a speaker on the following topics before the following organizations:

"Making the Best Better: Lessons From the Battlefield," Turnaround Management Association 6th Annual Spring Meeting, 1998; "Litigation Issues in Bankruptcy," Business Torts – An Introduction and Primer, Consumer Attorneys Association of Los Angeles, 1998; "There Must Be Fifty Ways to Leave Your Troubles," Turnaround Management Association, 1998; "The Impact of State Court Decisions in Bankruptcy Court," Beverly Hills Bar Association, 2001. He has appeared as a panelist, addressing issues relating to "Bankruptcy in the Dot-Com Economy" and "Licensing Agreements: How to Draft and Enforce Them" for Law.Com Seminars; "Public Company Debtors and the SEC," American Bankruptcy Institute Bankruptcy Battleground West, 2003; "The 2005 Amendments to Bankruptcy Code Sections 546(c) and 547 – The

pg 3 of 3

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
LAW OFFICES



DAVID L. NEALE
PROFESSIONAL RESUME
continued from page 1

Early Returns,” Financial Lawyers Conference, 2008; “Transfers of Intellectual Property,” Southwestern Law School, Bankruptcy in the New Millennium, 2010; “Practicing in the Limelight: Celebrity Bankruptcies,” American Bankruptcy Institute Winter Leadership Conference, 2016, and “Shark Tank,” American Bankruptcy Institute Bankruptcy Battleground West, 2018.

Mr. Neale has consistently been named by *Los Angeles* magazine as one of its 100 “Super Lawyers” in the bankruptcy field, and has been recognized by Chambers & Partners as one of the top practitioners within the bankruptcy/restructuring field in California.

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LAW OFFICES



PROFESSIONAL RESUME

RON BENDER is a founding and co-managing partner of the firm. With a large and diverse practice, Mr. Bender has successfully reorganized and sold numerous companies and restructured the financial affairs of many individuals. Mr. Bender is widely regarded as a highly creative, results oriented bankruptcy attorney who is able to tackle complex problems and develop and implement creative solutions. Mr. Bender has repeatedly been listed by "Super Lawyers" as one of the top 100 lawyers in Southern California in regional surveys of his peers. Mr. Bender received his undergraduate degree in Finance from the prestigious Wharton School of Business at the University of Pennsylvania in 1986 where he graduated first in his class (B.S., summa cum laude), and then obtained his law degree from Stanford University Law School in 1989. During law school, Mr. Bender served as a judicial extern for the Honorable Lloyd King, U.S. Bankruptcy Court, Northern District of California Bankruptcy Court. Since graduating from law school, Mr. Bender has worked solely in the areas of bankruptcy, insolvency and business reorganization, and has developed one of the largest bankruptcy, insolvency and restructuring practices in Southern California, including the representation of debtors, creditors' committees, creditors, purchasers of businesses, and assignees in the context of assignments for the benefit of creditors. Mr. Bender's incredibly broad Chapter 11 and insolvency debtor experience includes the the representation of Ironclad Performance Wear (a leading, technology-focused developer and manufacturer of high-performance task-specific gloves and apparel for the "industrial athlete" which was sold for \$25.25 million); representation of Rdio (a digital music service provider which was sold to Pandora for \$75 million); Country Villa (one of the largest owners and operators of skilled nursing facilities with annual revenue of more than \$200 million which was sold for \$62 million); Pebble ABC in a sale to Fitbit for \$20 million; Jawbone ABC in a sale of its Audio/Jambox line; Gamma Medica (a manufacturer of imaging systems in the biotechnology field which was sold); Matterhorn Group (a large manufacturer of novelty ice cream products which was sold); Fat Burger (a well known chain of hamburger restaurants which were sold); Westcliff Medical Laboratories (an owner and operator of 170 patient service center laboratories and labs throughout California with \$95 illion of annual revenue and 1,000 employees which was sold for \$57.5 million); LifeMasters Supported Selfcare (a national disease management company with annual revenue of \$80 million which was sold); Bodies in Motion (a chain of fitness facilities which was sold for approximately \$10



RON BENDER

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pg 1 of 3

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
LAW OFFICES



RON BENDER
PROFESSIONAL RESUME

continued from page 1

million); Max Equipment Rental (an equipment rental company which successfully reorganized); Nelson & Associates (a manufacturers' representative in the electrical industry which successfully restructured its debt); Douglas Furniture (a large furniture manufacturer); Padilla Construction (a plastering company which successfully reorganized); Lamas Beauty (a manufacturer of beauty supply products which was sold); Paramount Scaffolding (a large scaffolding rental company which was sold); Alin Party Supply (a retail chain of party supplies which successfully reorganized); Lake San Marcos Resort & Country Club; Krystal Air (an aircraft leasing company which was sold); Pacific High Reach (a large construction equipment rental company which was sold for \$17 million); Krystal Koach (a large manufacturer of limousines and shuttle buses which was sold); Small World Toys (a toy company which was sold for approximately \$16 million); Intervisual (a children's book company which was sold for approximately \$10 million); LightPointe Communications (a manufacturer of wireless networking equipment which successfully reorganized); Nicola (a large olive importer and distributor which successfully reorganized); Krispy Kreme (an owner and operator of Krispy Kreme Doughnut Stores which successfully reorganized); Pleasant Care (an owner and operator of skilled nursing facilities with annual revenue of approximately \$200 million which was sold for approximately \$17 million); Aura Systems (a publicly traded manufacturer of a mobile power generator which successfully reorganized); Sega GameWorks (a retail entertainment based company operating under the name of "GameWorks," with \$60 million of annual revenue, which was sold for approximately \$8 million); Alliant Protection Services (a commercial and residential alarm services company with 16,000 customers, which was sold for \$14.5 million); The Walking Company (a national chain of 101 retail stores selling specialty shoes and footwear, which successfully reorganized involving \$22 million of cash, debt and stock); Shoe Pavilion (a chain of 117 retail stores selling off-price footwear with locations in the Western and Southwestern United States which was sold); Gadzoox Networks (a publicly traded company engaged in the business of providing networking infrastructure for storage and data management, where one division was sold for \$8.5 million and the balance of the company successfully reorganized); State Line Hotel, State Line Casino, Jim's Enterprises (two hotels and casinos located in West Wendover, Nevada known as the State Line Hotel and Casino and the Silver Smith Hotel and Casino, which were sold for \$55 million); Management

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pg 2 of 3

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
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RON BENDER
PROFESSIONAL RESUME

continued from page 2

Action Programs (a management consulting firm that successfully reorganized); Easyrider and Paisano Publications (publicly traded publishers of thirteen national magazines, which were sold for \$12.3 million); Clifford Electronics (a manufacturer of automotive aftermarket and original equipment manufacturer security systems and components, primarily for automobiles, with annual sales of \$40 million, which was sold for \$20 million); Chorus Line Corporation and California Fashions Industries (one of the largest apparel companies in the country with annual sales of \$500 million which engaged in a Chapter 11 liquidation); Avus (a distributor of computer systems with sales of in excess of \$100 million, which was sold); A.J. Markets (chain of supermarkets sold for \$5 million); Trancas Town (owner of 35 acres of raw developable land in Malibu, California that successfully reorganized); Association of Volleyball Professionals (professional beach volleyball league sold in Chapter 11); Louise's Trattoria (chain of 16 Italian food restaurants with \$30 million in annual revenue sold in Chapter 11 for \$7 million); Westward Ho Markets (a supermarket chain with \$50 million of annual revenue and \$20 million of debt which was restructured through a confirmed Chapter 11 reorganization plan); Special Effects Unlimited (one of the largest providers of special effects in the movie industry which was restructured through a confirmed Chapter 11 reorganization plan); Santa Barbara Aerospace (a heavy aircraft maintenance facility located at the former Norton Air Force base in San Bernardino, California, which was restructured and sold); Manchester Center (a 1.5 million square foot shopping center in Fresno, California which was sold for \$25 million); Marbella Golf and County Club (a golf and country club located in San Juan Capistrano which successfully reorganized); Southwest Hospital (an acute care hospital located in Riverside which successfully reorganized); Servall Packaging Industries (a contract packaging company which was sold); Polaris Networks (a telecommunications networks and software company which successfully reorganized); and Prestige Products (a distributor of aftermarket automobile accessories which was sold). A sampling of Mr. Bender's representation of creditors' committees includes the representation of the creditors' committee in the Chapter 11 bankruptcy case of Trigem America (a wholly-owned subsidiary of one of the largest computer manufacturers in the world located in Korea whose case is currently pending) and Robinson Golf Holdings (the owner of a large golf resort development project). Mr. Bender has also represented numerous real estate related debtors in chapter 11. Mr. Bender is also one of California's leading lawyers in the arena of assignments for the benefit of creditors.

pg 3 of 3

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
LAW OFFICES



PROFESSIONAL RESUME

TIMOTHY YOO specializes in commercial litigation and bankruptcy and is known for resolving difficult issues with creativity and efficiency. He consistently earns the highest marks in peer surveys, including an AV rating by Martindale-Hubbell and being designated repeatedly as a "Super Lawyer." He received his undergraduate degree in business from University of Southern California with honors in 1987 and his law degree from Loyola Law School with full merit scholarship in 1991. He completed a one-year clerkship with the Honorable Lisa Hill Fenning, U.S. Bankruptcy Judge for the Central District of California. In March, 1998, he was appointed to the Panel of Chapter 7 Bankruptcy Trustees. He also acts in numerous cases as a Chapter 11 Trustee, Bankruptcy Ombudsman, Liquidating Trustee and Chief Restructuring Officer.



TIMOTHY YOO
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LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
LAW OFFICES



PROFESSIONAL RESUME

MARTIN J. BRILL. Mr. Brill has devoted his over 35 years of practice exclusively to bankruptcy, insolvency and business reorganizations, with particular emphasis on complex reorganizations of publicly-held companies in a wide range of industries. Mr. Brill's expertise in the interplay between bankruptcy and securities laws has led to the successful reorganization of numerous publicly-held corporations and privately-held corporations desiring to go public, including Prism Entertainment Corporation (involving a reverse merger of the publicly-held film producer, Prism, with a privately-owned video retailer), Geo Petroleum, Inc., (successful Chapter 11 of publicly-held oil and gas company), Video City, Inc., (successful Chapter 11 for video retailer with over 75 locations involving issuance of securities for debt), and American Blood Institute, Inc. (successfully raised over \$1.2 million through complex debtor financing, allowing company to emerge as publicly-held plasma company, SeraCare, Inc.). Mr. Brill also has represented debtors, creditors, trustees, plan proponents, asset purchasers and creditors committees in a wide variety of diverse chapter 11 reorganization cases. For example, Mr. Brill was lead counsel in representing the chapter 11 debtor in Gateway Computer Systems (a multi-store retailer of computers and related equipment), the chapter 11 debtor in Primedex Health Systems, Inc. (successful pre-packaged plan confirmed in less than 45 days for diagnostic imaging company), 360 Global Wine Company and 360 Viansa, LLC (publicly held holding company and its operating wholly-owned subsidiary in the winery business in Sonoma, California), Agua Dulce Vineyards, LLC (operating vineyard and winery in Los Angeles County), Copper King Mining Corporation and Western Utah Mining Company (public holding company and its wholly-owned operating subsidiary in the copper mining business), as well as the chapter 11 debtors in the hospital reorganization cases for Chino Valley Medical Center, Canyon Ridge Hospital, Lincoln Hospital Medical Center and the official creditors committees in Fields Aircraft Spares, Inc. (aircraft parts distributor), New Star Media, Inc. (publishing company), Henry Mayo Newhall Memorial Hospital (hospital), Daewoo Motor America, Inc. (Daewoo automobile distributor in the U.S.), Intercare Health Systems, Inc., Vista Hospital Systems, Inc. and Downey Regional Medical Center (hospitals), Ronco Corporation and Ronco Marketing Corporation (consumer products and marketing), and T-Asset

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pg 1 of 2



MARTIN J. BRILL
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LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
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MARTIN J. BRILL
PROFESSIONAL RESUME
continued from page 1

Acquisition Corporation and its related entities (the owner of the *Terminator* film franchise). In addition, Mr. Brill has also handled numerous out-of-court workouts and restructurings, including the successful out-of-court debt restructuring for Carolco Pictures, Inc. Mr. Brill was admitted to the California Bar in 1972. His educational background is as follows: University of California at Los Angeles (B.A., *cum laude*, 1969; J.D., 1972). Associate Editor U.C.L.A. Law Review, 1971-1972. Co-Author: "Collective Bargaining and Politics in Public Employment," 19 U.C.L.A. Law Review 887, 1972. He is a member of the State Bar of California and a member of the Beverly Hills, Century City, Los Angeles County (Member, Sections on: Commercial Law; Bankruptcy) and American Bar Associations. He is currently serving on the Executive Committee of the Bankruptcy Section of the Beverly Hills Bar Association (Chairman from 2002-2003) and served on the Board of Directors of the Los Angeles Bankruptcy Forum. He is a member of the Financial Lawyers Conference and has lectured to various trade groups and bar associations on bankruptcy and related topics.

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
LAW OFFICES

LNBY & B

PROFESSIONAL RESUME

DAVID B. GOLUBCHIK, born Kiev, Ukraine, January 10, 1971; admitted to bar 1996, California. Education: University of California, Los Angeles (B.A. 1992), Pepperdine University School of Law (J.D., 1996). Vice Chairman, Moot Court Board; Vice Magistrate, Phi Delta Phi International Legal Fraternity; American Jurisprudence Award in Business Reorganization in Bankruptcy. In addition to the State Bar of California, admitted to the U.S. District Court, Central, Southern, Eastern and Northern Districts of California. Law Clerk to the Honorable Thomas B. Donovan, United States Bankruptcy Court, Central District of California (1996-1997). Member, American, California and Los Angeles Bar Associations, American Bankruptcy Institute (Board of Advisors), Financial Lawyers Conference, Los Angeles Bankruptcy Forum and Beverly Hills Bar Association (Executive Committee). Practice emphasizes bankruptcy, corporate insolvency and creditors' rights. Language: Russian.

Articles written by David Golubchik include: "Representing Closely Held Corporations in Bankruptcy: The Ethical Dilemma," Commercial Lawyers' Association Conference, November 1999; "Bankruptcy Law – A Debtor's Press Release," National Law Journal, May 29, 2000; "Taking a Piece of the Action in Bankruptcy," Bay Area Bankruptcy Forum Conference, June 6, 2000; "Bankruptcy Law – Unwinding Settlements," National Law Journal, October 23, 2000; "Bankruptcy Law – Involuntary Proceedings," National Law Journal, February 2, 2004; "The Rights Of A Lessee In A Lessor's Bankruptcy: Section 365(h) Of The Bankruptcy Code," Los Angeles Country Bar Association, Real Estate Subsection, March 25, 2004; and "Defending Nondischargeability Actions in Bankruptcy," Public Counsel, 2002-2004; "Outlooks and Strategies For Distressed Commercial Real Estate Loans," Grubb and Ellis presentation, May 14, 2009; "Chapter 11 Focus: Small Business and Single Asset Real Estate Cases," Los Angeles Country Bar Association, Commercial Law and Bankruptcy Subsection, January 27, 2010.



**DAVID B.
GOLUBCHIK**

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LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
LAW OFFICES

LNBY & B

PROFESSIONAL RESUME

EDUCATION

University of Maryland (B.A., 1971)
University of Maryland School of Law (J.D., 1974)

BAR ADMISSIONS

Maryland, 1974
California, 1976

Gary E. Klausner joined LNBYB as a senior partner in May 2014, from a senior shareholder position at Stutman, Treister & Glatt P.C. Mr. Klausner has exclusively practiced in the field of corporate restructuring and bankruptcy since 1976.

Mr. Klausner represents Chapter 11 debtors, secured and unsecured creditors, creditors' committees, trustees and receivers, licensors and franchisors, purchasers of assets out of bankruptcy cases and parties involved in litigation and appeals in connection with bankruptcy cases. He has handled cases involving a broad range of businesses and industries including manufacturing, retail, real estate development, hospitality and restaurants, aerospace, entertainment, health care, financial institutions, and transportation.

Mr. Klausner also has expertise in Chapter 9 of the Bankruptcy Code, which is designed for the reorganization of municipalities. He currently chairs the American Bar Association's Chapter 9 Subcommittee.

Mr. Klausner's significant engagements as debtor's counsel include: Meruelo Maddux Properties, Inc. (Special Reorganization Counsel); Imperial Capital Bancorp, Inc.; Colorep, Inc.; International Union of Operating Engineers, Local 501, Mr. Gasket Co.; Prism Entertainment Corporation; Packaging Corporation of America; Super Shops, Inc.; Cannon Pictures; Maguire Thomas Partners, Fifth & Grand, Ltd.; ABC International Traders, Inc.; Maxicare and Watts Health Foundation, Inc., dba UHP Healthcare.

Mr. Klausner was the lead lawyer in the Chapter 9 case of Valley Health System, in which he successfully confirmed a Chapter 9 Plan of Adjustment.

Mr. Klausner has represented creditors' committees in cases such as Consolidated Freightways, New Meatco, Westward Ho Markets, Naki Electronics, Prime Matrix, The Movie Group, American Restaurant Group ("Black Angus"), and Solidus Networks, Inc. Mr. Klausner has also represented principals involved in significant chapter 11 cases, such as EZ Lube; Rachel Ashwell Design, Inc. ("Shabby Chic"); and Comic Book Movies LLC.

In addition to client matters, Mr. Klausner has been actively involved and has held prominent positions in local and national professional organizations and bar associations. Mr. Klausner is a member of the Board of Governors of the Financial Lawyers Conference and served as its President



GARY E. KLAUSNER
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Honors and Recognitions

Selected, Super Lawyers (Bankruptcy & Creditor/Debtor Rights) 2004-12
Selected, Southern California's Best Lawyers in America, 2011-12

Publications/Press

"Section 1111(b) " Look Before You Leap," 2 Bankruptcy Study Group Journal 15 (1986)
"Chapter 11 'The Bank of Last Resort,'" The Business Lawyer, November, 1989; Vol. 45, No. 1
"The New Bankruptcy Rules," 4 Bankruptcy Study Group Journal 64 (1987).

Speaking Engagements

Panelist, "Bank Holding Company Bankruptcies," ABI Battleground West, 2012
Panelist, "Municipal Bankruptcies," ABI Battleground West, 2011
Panelist, "Municipal Bankruptcies," ABA Fall Meeting Business Law Section, 2010

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LAW OFFICES



PROFESSIONAL RESUME, CONT...

from 1993 through 1994. He is a Board member of the Los Angeles Bankruptcy Forum (serving as its President in 2003-2004), a member of the American Bar Association, Section on Business Law, where he chaired a task force on The Economics of Chapter 11 Practice, chaired the Subcommittee on Bankruptcy Fraud, Crimes and Abuse of the Bankruptcy Process and currently chairs the Chapter 9 Subcommittee. He is a member of the Los Angeles County Bar Association, where he has served as a member of the Executive Committee of the Commercial Law and Bankruptcy Section as well as being Vice-Chair of the Section's Bankruptcy Committee.

In 2010, Mr. Klausner was elected as a Fellow of the American College of Bankruptcy, and in 2012, Mr. Klausner was recognized as "Bankruptcy Lawyer Of The Year" by the Century City Bar Association.

Mr. Klausner has also served as a Lawyer Representative to The Ninth Circuit Judicial Conference and currently chairs the United States District Court Standing Committee On Attorney Discipline.

Mr. Klausner speaks frequently on subjects involving bankruptcy and commercial law and has published numerous articles on bankruptcy-related topics.

He is a member of the bar of the states of California and Maryland, and is admitted to practice before the United States Supreme Court, the United States Courts of Appeals for the Ninth Circuit, and the United States District and Bankruptcy Courts for the Central District of California.

Mr. Klausner received his J.D., with honors, from the University of Maryland School of Law in 1974, where he served on the editorial staff of the University of Maryland Law Review from 1972-3. He received his B.A. from the University of Maryland in 1971.

PROFESSIONAL AFFILIATIONS

Financial Lawyers Conference (President, 1993 -1994; Member of the Board of Governors)
Los Angeles Bankruptcy Forum (President in 2003-2004)
American Bar Association (Section on Business Law, Chair of the Subcommittee on Bankruptcy Crimes, Fraud and Abuse, 2005)
Ninth Circuit Judicial Conference (2007-2009)
United States District Court, Central District, Standing Committee on Attorney Discipline, Chair 2011-Present
American Bar Association Section on Business Law, Chair of the Subcommittee on Chapter 9, 2011-Present
Honors and Recognitions
Selected, Super Lawyers (Bankruptcy & Creditor/Debtor Rights) 2004-12
Selected, Southern California's Best Lawyers in America, 2011-12

KEY REPRESENTATIONS

Debtor Representations

Colorep, Inc.
International Union of Operating Engineers, Local 501
St. Tropez Capital, Inc.
Mr. Gasket Co.
Prism Entertainment Corporation
Packaging Corporation of America
Super Shops, Inc.
Maguire Thomas Partners, Fifth & Grand, Ltd.
ABC International Traders, Inc.
Maxicare, HMO
Watts Health Foundation, Inc., dba UHP Healthcare, HMO
Valley Health System, Healthcare District
Imperial Capital Bancorp, Inc.
Mereulo Maddux Properties, Inc

Committee Representations

New Meatco
Consolidated Freightway
Westward Ho Markets
Naki Electronics
Prime Matrix
Stan Lee Media
American Restaurant Group, Inc

Significant Creditor/Party In Interest Representations

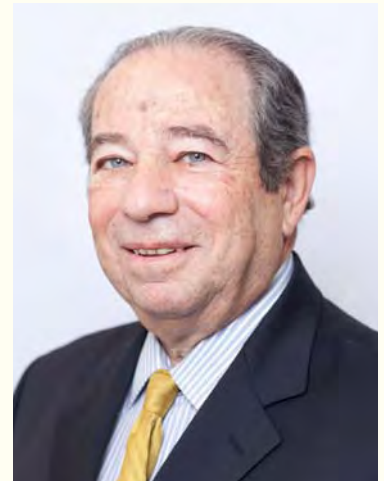
Cannon Pictures, Inc.
Georgia Pacific Corporation
Cal Worthington
Columbia Tristar
Fox Family Worldwide
MCI Telecommunications Corporation
Paramount Pictures
Saban Entertainment
Sony Pictures, Inc.
The Walt Disney Company
Victor Valley Community Hospital
Rachel Ashwell Design, Inc
EZ Lube, Inc

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PROFESSIONAL RESUME

EDWARD M. WOLKOWITZ has focused on the areas of insolvency and commercial law during more than 30 years of practice. He has represented debtors, creditors, trustees, receivers and creditors committees in a wide variety of cases. He also serves as a chapter 11 and chapter 7 panel trustee in the Central District of California and as a receiver for the Los Angeles Superior Court. He has extensive experience in representing various interests in complex reorganization cases in a number of different and diverse industries and has also operated a number of businesses as a trustee and receiver. He has been involved in a number of cases that have made new law or clarified existing law in the Ninth Circuit, including: Wolkowitz v. FDIC, 527 F. 3d 959 (9th Cir. 2008); Wolkowitz v. Beverly, 551 F. 3d 1092 (9th Cir. 2008); In re Sylmar Plaza, LP, 314 F.3d 1070 (9th Cir. 2002); Wolkowitz v. American Research Corporation, 131 F.3d 788 (9th Cir. 1999); In re Moses, 167 F.3d 470 (9th Cir. 1999); Wolkowitz v. Shearson Lehman Bros., 136 F.3d 655, cert. denied, 525 U.S. 826 (1998); In re Cheng, 943 F.2d 1114 (9th Cir. 1991); In re Quintex Entertainment, 950 F.2d 1492 (9th Cir. 1991); In re WLB_RSK Venture, 296 B.R. 509 (Bankr. C.D. Cal. 2003).



**EDWARD M.
WOLKOWITZ**

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Mr. Wolkowitz was on the faculty of Southwestern University Law School from 1978 to 1994, rejoining the faculty in 2001, teaching courses in bankruptcy, commercial transactions and business reorganization. He has also lectured extensively for the California Continuing Education of the Bar, and as a panelist in programs sponsored by the American Bankruptcy Institute, the Los Angeles Bankruptcy Forum, and the Beverly Hills Bar Association. Between 1994 and 2002, he served as a member of the City Council of Culver City, California, including two one-year terms as Mayor of Culver City.

Mr. Wolkowitz was admitted to the California Bar in 1976. His educational background is as follows: California State University, Northridge, (B.A., 1971); Southwestern University Law School (J.D., *cum laude*, 1975); The University of Michigan Law School (LL.M., 1976). His publications include: "Debtors Have New Weapons Against Involuntary Bankruptcy," *Journal of Corporate Renewal* 12 (December 2007); "Bankruptcy and Family

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pg 1 of 2

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
LAW OFFICES



EDWARD M. WOLKOWITZ
PROFESSIONAL RESUME

continued from page 1

Law: A Marriage of Irreconcilable Differences", 24 *B.H. Bar J.* 83 (1990); "Insolvency and Bankruptcy," (Chapter 7) *California Family Law Service, Bancroft-Whitney* (1986); "Legislative Analysis--Land Use Proposals", 8 *Southwestern University Law Review* 216 (1976); "Land Use Controls: Is there a Place For Everything", 6 *Sw.U.L.Rev.* 607 (1974). He is a member of the State Bar of California, the American Bar Association, Los Angeles County Bar Association, the Los Angeles Bankruptcy Forum, the Financial Lawyers Conference and the National Association of Bankruptcy Trustees. He has served as President and Vice President of the Los Angeles Bankruptcy Forum; the Editorial Board of the *California Bankruptcy Journal*; and, the Executive Committee of the Board of Governors of the Financial Lawyers Conference.

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
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PROFESSIONAL RESUME

BETH ANN R. YOUNG, born Santa Monica, California, June 30, 1964; admitted to bar December, 1989, California. Admitted to the United States District Court, Central, Eastern, Northern and Southern Districts of California and the United States Court of Appeals for the Ninth Circuit. Education: University of California at Los Angeles (B.A., 1986); Loyola Law School (J.D., 1989). Member: California Bar Association, American Bar Association, Los Angeles County Bar Association, Century City Bar Association, Financial Lawyers' Conference and Los Angeles Bankruptcy Forum. Reported Decisions include: San Paolo U.S. Holding Company v. 816 South Figueroa Company (1998) 62 Cal. App. 4th 1010, 1026; and Ziello v. First Federal Bank (1995) 36 Cal. App. 4th 321, 42 Cal. Rptr. 2d 251. Presenter: "Domestic Partnerships in California: Important New Rules Affecting Creditors," October, 2004.



**BETH ANN R.
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LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
LAW OFFICES



PROFESSIONAL RESUME

MONICA YOUNG KIM was admitted to the California Bar in 1995, after graduating from the University of California at Berkeley (B.A., 1991) and Hastings College of the Law (J.D., 1995). She was a Law Clerk to the Honorable Jane Dickson McKeag, U.S. Bankruptcy Judge, Eastern District of California, 1995-96. Ms. Kim has worked solely in the areas of bankruptcy, insolvency and business reorganization, and commercial and real estate transactions, representing debtors, creditors' committees, creditors, sellers, and purchasers. She joined Levene, Neale, Bender, Yoo & Brill L.L.P. in 1996, and became a partner in 2004.

Ms. Kim is also involved in out-of-court restructuring transactions, including assignments for creditors, representing sellers/assignors, assignees and buyers. Her experience has included representation in retail, healthcare, entertainment, manufacturing, real estate, service and technology. She has been named to the "Rising Star" listing of Southern California attorneys each year since 2005, in annual surveys of her peers. Ms. Kim is a member of the American Bar Association, Los Angeles County Bar Association, Century City Bar Association, Women Lawyers Association of Los Angeles, and the Korean American Bar Association, and is admitted to the Central, Eastern, Northern and Southern Districts of California.



**MONICA
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LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
LAW OFFICES



PROFESSIONAL RESUME

PHILIP A. GASTEIER'S more than 30 years of practice has included a broad range of bankruptcy and insolvency representation, including Chapter 11 debtors, trustees in Chapter 7 and Chapter 11 cases, creditors, committees, buyers, landlords and parties to executory contracts, with particular emphasis on complex reorganizations and structuring transactions.

In his first decade of practice in Philadelphia, Mr. Gasteier successfully represented landlords and purchasers of leasehold interests in large cases such as Food Fair and Lionel, and participated in preparation of materials for presentation to Congress in connection with hearings leading to the Shopping Center Amendments to the Bankruptcy Code in 1984. He counseled extensively in connection with insolvency and bankruptcy aspects of commercial leases for shopping centers and retail chains, and authored "Shopping Centers As Utilities Under the Bankruptcy Code," *Shopping Center Legal Update*, Summer, 1983. Mr. Gasteier also provided insolvency counseling in connection with bond and other securities transactions. Mr. Gasteier was involved in representation of creditor or equity committees in matters including Franklin Computer, Manson-Billard Industries and Monroe Well Service, Inc. Debtor representation included Motor Freight Express, a multi-state motor carrier, and Dublin Properties.

Mr. Gasteier's practice in Los Angeles has included entertainment and other intellectual property matters, such as Fries Entertainment, Inc., Qintex Entertainment, Inc., and Hal Roach Studios, Inc. where he was primarily responsible for structuring and confirming chapter 11 plans, as well as representation of Carolco Pictures, Inc. and Paramount Studios. He has provided specialized insolvency counseling and litigation support in connection with numerous transactions, licenses and other entertainment contracts. Mr. Gasteier argued In re: Qintex Entertainment, Inc., 950 F.2d 1492 (9th Cir. 1991) to the Ninth Circuit U.S. Court of Appeals, a principal case establishing the executory contract analysis applicable to copyright licenses, and determining that participation rights constitute unsecured claims. Other debtor representation has included Currie Technologies Inc.; Wavien, Inc.; Ocean Trails L.P.; Superior Fast Freight, Inc.; and B.U.M.



**PHILIP A.
GASTEIER**
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pg 1 of 2

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
LAW OFFICES



PHILIP A. GASTEIER
PROFESSIONAL RESUME

continued from page 1

International, Inc. Mr. Gasteier has been involved in creditor committee representation in cases such as House of Fabrics, California Pacific Funding, Ltd., Condor Systems, Inc. and Chase Technologies, Inc.

Mr. Gasteier is a graduate of the Law School of the University of Pennsylvania (J.D. 1977) and the Ohio State University (B.A. 1974). He was admitted to the Pennsylvania Bar in 1977 and to the California Bar in 1987. He is also a member of the bar of the United States District Court, Central, Eastern and Northern Districts of California; the U.S. District Court, Eastern District Court of Pennsylvania, and the Ninth and Third Circuit Courts of Appeals. He is a member of the American Bankruptcy Institute, the American Bar Association, the State Bar of California, the Century City Bar Association, the Financial Lawyers Conference and the Los Angeles County Bar Association, where he served as a member of the Bankruptcy Sub-Committee of the Section on Commercial Law and Bankruptcy from (1990-1992). He has been active in civic affairs, and is a past President (2008-2009), Vice President (2006-2008) and Board Member (2004-2009) of the Greater Griffith Park Neighborhood Council, an official body of the City of Los Angeles.

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
LAW OFFICES



PROFESSIONAL RESUME

DANIEL H. REISS, a partner at Levene, Neale, Bender, Yoo & Brill L.L.P. ("LNB YB"), has specialized in the area of bankruptcy and insolvency for over two decades. Before entering the legal field, Mr. Reiss started his professional career at KPMG (then Peat, Marwick and Mitchell) and became a Certified Public Accountant specializing in tax structuring in mid-market and entrepreneurial businesses. Mr. Reiss graduated from California State University, Northridge, summa cum laude, B.S., Business Administration in 1984. Mr. Reiss's business education and background is of significant importance in dealing with the complex financial issues facing distressed business situations.

Armed with practical business knowledge, Mr. Reiss decided to pursue a career in law and graduated in 1990 from Loyola University Law School where he was a staff writer and notes editor of the Law Review, president of Phi Delta Phi legal honor fraternity, and was a member of the St. Thomas More Honor Society.

Mr. Reiss joined LNB YB in November 2000. Mr. Reiss is a member of the executive committee of the Bankruptcy Section of the Beverly Hills Bar Association, and is a member of the Los Angeles Bankruptcy Forum, Financial Lawyers Conference and the Los Angeles County Bar Association. He was honored in as a "Super Lawyer" 2006, 2007, and 2010 "Super Lawyer" in a region-wide survey, an honor bestowed on only 5% of Southern California attorneys.

Mr. Reiss's bankruptcy experience extends to cases and distressed situations involving public utilities, healthcare, retail, aviation, hospitality, real estate, bio-tech and general manufacturing. Mr. Reiss regularly represents debtors, creditor committees, secured creditors, bankruptcy trustees and buyers of distressed assets and companies. Mr. Reiss is a frequent speaker before trade and legal groups, and is a nationally published author on bankruptcy issues.



DANIEL H. REISS

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continued...

pg 1 of 2

LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
LAW OFFICES



DANIEL H. REISS
PROFESSIONAL RESUME
continued from page 1

Mr. Reiss's published articles include:

"Bankruptcy Battlegrounds in Franchising", Franchise Law Insider, 3rd Quarter 2005

"Assignment of Leases", National Law Journal, Winter 2006

"Travelers Cas.' Part II", National Law Journal, Winter 2007.

"Single-Asset Real Estate", National Law Journal, Summer 2008.

"D&O Moves to the Forefront in Bankruptcy Cases", National Law Journal, Summer 2009.

"Protecting Interests in the Event of Tenant Bankruptcies", National Law Journal, Spring 2010.

Mr. Reiss's speaking engagements include:

"Franchise Issues in Bankruptcy", Spring, 2004, Franchise Business Network.

"Hostile Takeovers in Bankruptcy Cases", Credit Managers Association.

"Bankruptcy Battlegrounds in Franchising", Fall, 2009, Southern California Franchise Business Network.

"Directors and Officers Litigation in Bankruptcy", Spring, 2008, Turnaround Management Association and Beverly Hills Bar Association.

"Healthcare Business Bankruptcies", Spring 2009, Los Angeles County Bar Association, Healthcare Law and Commercial Law And Bankruptcy Sections

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PROFESSIONAL RESUME

TODD A. FREALY, a partner of the firm, represents Chapter 7 trustees throughout Southern California in all aspects of case administration and litigation. Mr. Frealy also represents banks, landlords and other creditors in contested Chapter 11 cases and adversary proceedings. Mr. Frealy is a graduate of Southwestern University School of Law (J.D. 1998) and the University of California, Los Angeles (B.A. 1995). During law school he was an extern to the Honorable Mitchel R. Goldberg and Honorable Arthur M. Greenwald, U.S. Bankruptcy Judges for the Central District of California. After law school, he clerked for the Honorable David N. Naugle, U.S. Bankruptcy Judge, Central District of California, Riverside Division (1998-2000). Mr. Frealy is a member of the Board of Directors for the Inland Empire Bankruptcy Forum and was formerly a member of the Southwestern University School of Law Alumni Board of Directors (September 2006 to June 2009). He is also a member of the Los Angeles County Bar Association and the Los Angeles Bankruptcy Forum. In 2009 and 2010, Mr. Frealy was recognized as a "Rising Star" by *Super Lawyers* magazine. He was admitted to the California Bar in 1998, and is admitted to the Central, Eastern, Northern and Southern Districts of California.



TODD A. FREALY
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Articles written by Mr. Frealy include: "Dazed and Confused", *California Bankruptcy Court Reporter*, Vol. 4, No. 3, March 2000 (Dischargeability of student loans and the "undue hardship test"); "Finding the Key", *California Bankruptcy Court Reporter*, Vol. 4, No. 6, June 2000 (How to Setoff Mutual Debts in Bankruptcy). In February 2010, Mr. Frealy appeared as a speaker at Southwestern Law Review's symposium on "Bankruptcy in the New Millenium".

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PROFESSIONAL RESUME

IRV M. GROSS has practiced law in California for over 30 years. After graduating from the University of California at Los Angeles in 1968 (B.A., *Cum Laude*), Mr. Gross attended law school at Boalt Hall, University of California at Berkeley (J.D., 1972). After graduation from law school, Mr. Gross served as the law clerk for the Hon. Robert Firth, Judge of the United States District Court for the Central District of California. Following his clerkship, Mr. Gross joined the Los Angeles law firm of Simon & Sheridan, a firm prominent for its expertise in federal litigation. After becoming a partner at Simon & Sheridan, Mr. Gross joined Robinson, Wolas & Diamant, a highly regarded Los Angeles law firm specializing in insolvency and creditors' rights, and eventually became the head of the firm's litigation department. Mr. Gross' litigation practice has always been broad-based: he has represented individuals and major corporate clients, including McKesson Corp., Chicago Title Insurance Company, 20th Century Fox Corp., Interstate Bakeries Corp., Nutro Products, Inc. and Allstate Financial, in business, commercial, real estate and employment litigation, including jury and non-jury trials. These include a successful eight-week jury trial in the Los Angeles Superior Court representing former bank directors sued for breach of fiduciary duty, and a successful two-week jury trial in the United States District Court defending a Fortune 100 company in a wrongful termination case. A significant part of Mr. Gross' practice involves the representation of bankruptcy trustees, chapter 11 debtors, and creditor committees and individual creditors in insolvency litigation, such as Mr. Gasket (public company in the automotive parts industry), Qintex Entertainment, Inc. (public company in the entertainment industry) and Condor Systems, Inc. (public company in the defense industry). Mr. Gross has also represented the prevailing parties in appeals in both state and federal courts. His published decisions include In re Rossi, 86 B.R. 220 (9th Cir. BAP 1988); First Pacific Bancorp, Inc. v. Bro, 847 F.2d 542 (9th Cir. 1988); In re Qintex Entertainment, Inc., 950 F.2d 1492 (9th Cir. 1991); Bergman v. Rifkind & Sterling, Inc., (1991) 227 Cal.App.3d 1380; In re Qintex Entertainment, Inc., 8 F.3d 1353 (9th Cir. 1993); In re Advent Management Corp., 178 B.R. 480 (9th Cir. BAP 1995); American Sports Radio Network, Inc., et al. v. Krause, 546 F.3d 1070 (9th Cir. 2008). Mr. Gross is a member of the Litigation and Prejudgment Remedies sections of the Los Angeles County Bar Association, and the Litigation section of the American Bar Association. Mr. Gross has also served as a judge pro tem of the Los Angeles Superior Court.



IRV M. GROSS

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PROFESSIONAL RESUME

JULIET Y. OH is a partner at Levene, Neale, Bender, Yoo & Brill L.L.P. representing individuals and corporations in Chapter 11 bankruptcy cases, out-of-court restructuring proceedings and bankruptcy litigation proceedings. She has been voted a "Rising Star" in a poll of her peers in Southern California each year since 2006. Ms. Oh has recently represented Chapter 11 debtors Franchise Pictures LLC, *et al.*, Fatburger Restaurants, Shoe Pavilion, Central Metal, Inc., Bodies In Motion, Inc., and the Official Committee of Unsecured Creditors of Halcyon Holding Group. Prior to joining the firm in 2003, Ms. Oh specialized in the representation of individuals in Chapter 7 and Chapter 13 cases and worked as an extern with the Office of the U.S. Trustee, Central District of California. Ms. Oh is a graduate of Stanford University and obtained her law degree from University of California Los Angeles. She was admitted to the California Bar in 2000, is a member of the Korean American Bar Association, California Bankruptcy Forum and Los Angeles Bankruptcy Forum.



JULIET Y. OH
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LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
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PROFESSIONAL RESUME

TODD M. ARNOLD has been with LNB Y&B since 2003. Mr. Arnold specializes in corporate and high net worth individual reorganizations and bankruptcy litigation. Mr. Arnold has served as counsel in several major reorganization cases and in hundreds of avoidance actions. Mr. Arnold joined LNB RB after serving as an extern and a law clerk to the Honorable Thomas B. Donovan, United States Bankruptcy Judge. He has been voted a "Rising Star" in a poll of his peers in Southern California each year since 2006. A native of Sacramento, Mr. Arnold graduated from the University of California, Los Angeles with a B.A. in English and Loyola Law School, Los Angeles, *cum laude*, with a Juris Doctor degree and as a member of the Order of the Coif.



TODD M. ARNOLD

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PROFESSIONAL RESUME

ANTHONY A. FRIEDMAN specializes in the representation of debtors in reorganizations and liquidations and Chapter 7 and Chapter 11 Trustees, bankruptcy litigation, State Court litigation, and creditors committees. Mr. Friedman is admitted to practice before all the Courts of the State of California, the United States District Court, Central, Eastern, Northern and Southern Districts, the Ninth Circuit Court of Appeals and the United States Supreme Court. Mr. Friedman received his Juris Doctor degree from the University of La Verne School of Law in 1999 and his Bachelor of Arts degree from the University of California at San Diego in 1992. Prior to joining Levene Neale Bender Yoo & Brill LLP, Mr. Friedman was a judicial extern for the Honorable Kathleen Thompson, United States Bankruptcy Judge, Central District of California, an associate at Weinstein, Eisen & Levine, an associate at Weintraub & Aver, LLP, and most recently at Moldo Davidson Fraioli Seror & Sestanovich LLP. Mr. Friedman is a member of the American Bankruptcy Institute, the Los Angeles County Bar Association, the Los Angeles Bankruptcy Forum, the California Bankruptcy Forum, the Financial Lawyer's Conference, the Commercial Law League of America, the Beverly Hills Bar Association and the San Fernando Valley Bar Association. Mr. Friedman is also a volunteer in the Public Counsel Law Center Bankruptcy pro bono project.



**ANTHONY A.
FRIEDMAN**

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PROFESSIONAL RESUME

KURT RAMLO, a Los Angeles native, provides restructuring advice to business organizations facing financial distress. His practice includes guiding organizations through out-of-court and chapter 11 reorganizations, as well as related transactions and litigation. He routinely provides advice on structuring cutting-edge transactions on behalf of public and private debtors, foreign representatives, receivers, shareholders, plan sponsors, third-party acquirers, secured and unsecured creditors, creditors' committees and post-petition lenders, as well as other restructuring professionals. A former Assistant United States Attorney, Mr. Ramlo also has extensive trial and commercial litigation experience in bankruptcy and federal district courts. His representative chapter 11 matters include advising the debtors in NexPrise, Inc.; Hingham Campus; Minor Family Hotels; Delphi Corporation; Refco; Blue Bird Body Company (prepackaged plan); Friedman's Jewelers; First Virtual Communications; Kmart Corporation; ZiLOG, Inc. (prepackaged plan); Stone & Webster; Wilshire Center Marketplace (Ambassador Hotel); Washington Group; and Furr's Supermarkets; the foreign representatives in Flightlease Holdings and SunCal; the receiver in private equity management group; equity stockholders or plan sponsors in Charter Communications; Crescent Jewelers; Oregon Arena Corporation; Old UGC; and Clift Holdings (The Clift Hotel); asset purchasers and bidders in Medical Capital Holdings; Variety Arts Theatre; Chef Solutions Holdings; People's Choice Financial Corporation; Sun World; The Walking Company; Centis; and iSyndicate; estate professionals in General Growth Properties and Leap Wireless; and creditors in Cocopah Nurseries; One Pelican Hill North, L.P.; McMonigle Residential Group; Contessa Premium Foods; LBREP/L-Lehman SunCal Master I, LLC; Phoenix Coyotes; GTS 900 F (Concerto); Cupertino Square; American Home Mortgage; Trump Casinos; Consolidated Freightways; Loral Space & Communications; Leap Wireless; DirecTV Latin American; Northwestern Corporation; Airwalk; Centis; Regal Cinemas; eToys; Excite/At Home Corporation; Paracelsus Healthcare; and the creditors' committee in Hamakua Sugar Company. Litigation matters include CanAm Capital Holdings (Ponzi scheme fraudulent transfer action); Lyondell Chemical (New York LBO fraudulent transfer action); Linens N Things (preference); patent holder (obtaining stay pending appeal of \$112 million judgment); S&W Bach (New York fraudulent transfer action); One Pelican Hill North (California lender liability); Lost Lakes (Washington lender liability); satellite dish provider (piracy and dischargeability); Prium (lender liability); Spansion, Inc. (transfer pricing dispute); Delphi (Michigan state tax litigation; vendor litigation); Refco (Swiss securities litigation); Old UGC (\$3.7 billion breach of merger action); Airwalk (debt recharacterization trial);



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continued...

pg 1 of 2

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PROFESSIONAL RESUME continued...

various action representing the United States (Medicare fraud and dischargeability; surety bond enforcement; loan and guaranty enforcement; wrongful foreclosure litigation; enforcement of criminal fines and restitution orders). Published decisions issued in matters litigated by Mr. Ramlo include United States Pac. Ins. Co. v. United States Dep't of Interior, 70 F. Supp. 2d 1089 (C.D. Cal. 1999); Secretary of HUD v. Sky Meadow Assoc., 117 F. Supp. 2d 970 (C.D. Cal. 2000); Yunis v. United States, 118 F. Supp. 2d 1024 (C.D. Cal. 2000); and United States Dep't of Educ. v. Wallace (In re Wallace), 259 B.R. 170 (C.D. Cal. 2000).

He is a co-author of "American Bankruptcy Reform and Creativity Prompt the In re Blue Bird Body Company One-Day Prepackaged Plan of Reorganization," International Corporate Rescue, Kluwer Law International (London) (December 2006), included in Expedited Debt Restructuring: An International Comparative Analysis, Rodrigo Olivares-Caminal ed., Kluwer Law International (The Netherlands) (2007). In 1993, Mr. Ramlo obtained his law degree from the University of California, Davis and in 1990 a Bachelor of Music degree, with a concentration on music performance on bassoon, from California State University, Northridge.



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PROFESSIONAL RESUME

EVE H. KARASIK is a business restructuring and bankruptcy attorney who focuses her practice on the representation of business entities in a variety of industries. In addition to representing corporate debtors, Ms. Karasik has represented creditors' committees, equity committees, post-confirmation liquidating trusts and Bankruptcy Code section 524(g) trusts, and significant creditors and litigation parties in cases pending around the country. She began her legal career at Stutman, Treister & Glatt P.C., a nationally-recognized bankruptcy boutique where she practiced until May 1, 2014 when the firm had to close its doors. She spent one year thereafter managing the Los Angeles office of Gordon Silver, a multi-practice firm with primary offices in Nevada.

Ms. Karasik has a breadth of experience representing entities in wide variety of industries, with significant expertise in gaming, retail, and the food and beverage industry, among others. Some of her Debtor representations of note include: Imperial Capital Bancorp, Inc. (San Diego, CA, *Bank Holding Company*), Utah 7000, LLC, et al (Salt Lake City, UT, *Luxury Real Estate Development*), Resort at Summerlin, et al (Las Vegas Nevada, *Gaming*); Gold River Hotel & Casino, et al (Las Vegas, Nevada, *Gaming*), Falcon Products, Inc., et al (St. Louis, MO, *Furniture Manufacturer*), Clark Retail Group, et al (Chicago, IL, *Gas Station and Convenience Stores*), MJ Research, Inc. (Reno, NV, *Bio Tech*), Cell Pro, (Seattle, Washington, *Bio Tech*); and U.S. Aggregates, Inc., et al (Reno, NV, *Mining*). Her creditor and equity committee representations include Circus and Eldorado Joint Venture, et al. (Reno, NV, *Gaming*), Riviera Holdings Corporation, et al. (Las Vegas, NV, *Gaming*), Eurofresh, Inc., et al (Phoenix, AZ, *Food Producer and Distributer*), USA Capital First Trust Deed Fund (Las Vegas, NV, *Real Estate Investment Fund*), Aladdin Gaming, Inc. (Las Vegas, NV, *Gaming*), New Meatco Provisions, LLC. (Los Angeles, CA, *Protein Distribution*) and Amerco (Reno, NV, *Retail/Trucking*).

Ms. Karasik has also served as counsel to the Trustee in the Securities Investor Protection Corporation liquidation proceeding of W.S. Clearing, Inc. (Los Angeles, CA, *Securities Clearinghouse*), counsel to the Examiner in the Fontainebleau Las Vegas Holdings, LLC., et al. (Miami, FL, *Gaming*), and counsel to the J.T. Thorpe Settlement Trust, the Thorpe Insulation Company Settlement Trust, Plant Insulation Settlement Trust, and the Western Asbestos Settlement Trust (Reno, NV, *Section 524(g) Bankruptcy Trusts*).

Ms. Karasik has received several awards in her field, including the Century City Bar Association Bankruptcy Attorney of the Year for 2015, and the Turnaround Managers Association "2007 Large Company Transaction of the Year" award for her work on the U.S.A. Commercial Mortgage Company Chapter 11 Cases. She is also been named as a Southern California States Super Lawyers®, 2012-2015 for Bankruptcy & Creditor/Debtor Rights; Best Lawyers in America®, Bankruptcy and Creditor-Debtor Rights Law – 2007-2015; and AV/Preeminent Attorney® as rated by Martindale-Hubbell®, 5.0 out of 5.0.



EVE H. KARASIK

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Ms. Karasik is active in various organizations, including:

- American Bankruptcy Institute: Board of Directors (2015); Bankruptcy Battle-ground West Conference, Co-Chair, 2012-2015; Ethics and Compensation Subcommittee, Education Director, 2014-15, Newsletter Editor, 2012-2014
- Los Angeles Bankruptcy Forum, Board Member 2014-2015, Membership Committee
- State Bar of California, Business Law Section, Member
- State Bar of California, Insolvency Law Committee, Member, 2005-2006
- LA County Bar Association, Commercial Law and Bankruptcy Section, Member
- International Women's Insolvency and Restructuring Confederation (IWIRC), Member
- Women Lawyers Association of Los Angeles, Former Executive Committee Member
- Turnaround Managers Association ("TMA") Awards Committee, Member, 2009-2011
- TMA Distressed Investing Conference Planning Committee, Member, 2013-2014

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PROFESSIONAL RESUME, CONT...

Ms. Karasik has appeared as a speaker on the following topics before the following organizations:

- American Bankruptcy Institute, Spring Meeting 2015: Trustee Selection in Commercial Bankruptcy Cases
- Los Angeles Bankruptcy Forum: LLCs in Bankruptcy: Tricks and Traps (or Points of Leverage and Lurking Dangers), April 20, 2015
- American Bankruptcy Institute, Spring Meeting 2014: The Ever-Changing Roles of Committees
- American Bankruptcy Institute, Webinar July 15, 2013: The Section 1111(b) Election, Plan Feasibility and Cramdown Issues
- American Bankruptcy Institute, Spring Meeting 2013: The Section 1111(b) Election, Plan Feasibility and Cramdown Issues
- American Bankruptcy Institute, Southwest Bankruptcy Conference, 2011: Great Debates – Third Party Injunctions in Chapter 11 Plans
- American Bankruptcy Institute, Spring Meeting 2011: Ethics and Professional Compensation: Actions to Avoid and Recover Fees
- American Bankruptcy Institute, Southwest Bankruptcy Conference, 2009: Great Debates – Administration of Administratively Insolvent Estate for the Benefit of a Secured Creditor
- American Bankruptcy Institute, Spring Meeting 2009: Great Debates – Sale of Assets Free and Clear of Liens Over the Objection of the Secured Creditor
- CRG Winter Conference, 2009: Panel Discussion – Guide for Operating in the Zone of Insolvency
- American Bankruptcy Institute, Southwest Bankruptcy Conference, 2008: Claims Trading, Fiduciary Duties and Other Pesky Committee Issues
- American Bankruptcy Institute, Winter Leadership Meeting, 2006: Fibermark – New Duties and Beyond – Ethical Problems of Committee Membership and Representation in a Hedge Fund World
- American Bankruptcy Institute, Spring Meeting 2004: Successor Liability Revisited – Recent Developments and Trends

Ms. Karasik received her B.A., with High Honors in History, from the University of California, Berkeley in 1984, and her J.D. from the University of Southern California Law School (Gould School of Law), Order of the Coif, 1991. She was admitted to the California Bar in 1991. She was admitted to the Ninth Circuit Court of Appeals in 1991, the United States District Court for the Central and Northern Districts of California in 1991 and 1992, and the Southern and Eastern Districts of California in 1994. She has also practiced extensively in Federal Courts throughout the country including in Nevada, Arizona, Utah, Delaware, Washington, Illinois, Missouri, Arizona and Florida.

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PROFESSIONAL RESUME

CARMELA T. PAGAY, a partner at LNBY&B, specializes in representation of debtors in reorganizations and liquidations, creditor committees, and Chapter 7 and Chapter 11 trustees, and bankruptcy litigation. Ms. Pagay received her Bachelor of Arts Degree in Political Science from the University of California, Los Angeles in 1994, and her Juris Doctor from Loyola Law School, Los Angeles in 1997, where she was Senior Production Editor of the Loyola of Los Angeles International and Comparative Law Journal. Ms. Pagay is admitted to practice before the United States District Court, Central, Eastern, Northern, and Southern Districts, the Ninth Circuit Court of Appeals, and the United States Supreme Court. She is currently a member of the Beverly Hills Bar Association, Bankruptcy Section Executive Committee, the Los Angeles County Bar Association, and the Women Lawyers Association of Los Angeles, and is also an editorial board member of the *Los Angeles Lawyer* magazine.



**CARMELA T.
PAGAY**

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PROFESSIONAL RESUME

JOHN-PATRICK M. FRITZ joined LNBYB as an associate in 2009. Prior to joining the firm, Mr. Fritz served for two years as law clerk to the Honorable Maureen A. Tighe, United States Bankruptcy Judge for the Central District of California. Mr. Fritz graduated *magna cum laude* from Southwestern Law School as a Law Review Editor and Moot Court oralist. He received his undergraduate degree *cum laude* with thesis honors from Tufts University. Mr. Fritz focuses his practice on corporate bankruptcy and restructuring. He is a member of the Financial Lawyers Conference and the Japan America Society. Mr. Fritz worked for two years in government and law offices in Japan and is proficient in reading, writing, and speaking Japanese.



**JOHN-PATRICK
M. FRITZ**

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PROFESSIONAL RESUME

KRIKOR J. MESHEFEJIAN represents clients in business reorganization and related litigation matters. He has assisted clients such as single asset real estate debtors, multi-million dollar enterprises, small businesses and individuals in successfully and efficiently navigating the reorganization process.

Prior to joining the firm in 2008, Mr. Meshefejian clerked for the Honorable Geraldine Mund and the Honorable Victoria S. Kaufman, United States Bankruptcy Judges. Mr. Meshefejian obtained his J.D. in 2007, *magna cum laude*, from the University of Illinois College of Law, where he served as senior editor for the Illinois Business Law Journal and received the Rickert Award for excellence in legal writing. He is a member of the State Bar of California and the American Bankruptcy Institute.



**KRIKOR J.
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PROFESSIONAL RESUME

LINDSEY L. SMITH joined LNBYB as an associate in February 2010. Ms. Smith obtained her law degree cum laude from Loyola Law School, where she was a member of the Alpha Sigma Nu and the St. Thomas More Honor Society, and recipient of the First Honors Award in Election Law. Ms. Smith obtained a B.A. in political science with an emphasis in American Politics from Boston University. Ms. Smith is a member of the Beverly Hills Bar Association.



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PROFESSIONAL RESUME

JEFFREY S. KWONG joined LNBYB as an associate in 2014. Prior to joining the firm, Mr. Kwong served for two years as law clerk to the Honorable Deborah J. Saltzman, United States Bankruptcy Judge for the Central District of California. Mr. Kwong obtained his J.D. in 2012 from the University of California, Berkeley, Boalt Hall School of Law, where he served as an editor for the Berkeley Journal of International Law and a Senior Articles Editor for the Asian American Law Journal. He received his undergraduate degree, summa cum laude, from the University of California, San Diego. He is a member of the Beverly Hills Bar Association, the Financial Lawyers Conference, and the Los Angeles Bankruptcy Forum.



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PARAPROFESSIONALS

JASON KLASSI (JK) received his Bachelors of Arts degree from the University of California at Los Angeles graduating Magna Cum Laude in 1979. He has over 20 years of paralegal experience within the State of California currently working at the law firm of Levene, Neale, Bender, Yoo & Brill L.L.P. since its inception in 1995. Mr. Klassi maintains compliance for paralegal qualification under Business & Professions Code 6450(c)(3) and (d). He also is an active member of the Los Angeles Paralegal Association.

JOHN A. BERWICK (JAB) received his bachelor's degree in Fine Arts and English from the University of Texas at Austin in 1973. In 1981, Mr. Berwick joined the American College of Trial Lawyers, a nationwide association, wherein he worked for such luminaries as Supreme Court Justices Lewis F. Powell, John Paul Stevens and Sandra Day O'Connor, former Attorney General Griffin Bell, Cabinet Members, Senators, Members of Congress, United States Ambassadors, heads of state, and a significant array of top trial attorneys from across the country. Mr. Berwick's 23 years of paralegal experience in bankruptcy began in 1989 when he joined the firm of Coskey, Coskey & Boxer, followed by Haight, Brown & Bonesteel in 2000. In 2002, Mr. Berwick joined the firm of Levene, Neale, Bender, Yoo & Brill L.L.P. Mr. Berwick maintains his paralegal qualification under Business & Professions Code 6450(c)(3) and (d).

LOURDES CRUZ (LC) is a bankruptcy paralegal/legal assistant who received her Associate of Arts degree in computer science from the Institute of Computer Technology College graduating with honors in 1996. Ms. Cruz has been working with law firms specializing in bankruptcy for over 15 years. From 1999 to 2003 she worked for Weinstein, Eisen & Weiss LLP. From 2003 to 2005 she worked for Jeffer, Mangels, Butler & Marmaro LLP. Since August 2005 she has been working with Levene, Neale, Bender, Yoo & Brill L.L.P. Ms. Cruz continues her paralegal education by staying in compliance with MCLE requirements under Business and Professions Code 6450(c)(3) and (d).

STEPHANIE REICHERT (SR) Stephanie Reichert is a bankruptcy paralegal/legal assistant who received her bachelor's degree in Communications from the University of Pennsylvania in 2007. From 2008 through 2010 she worked for Togut, Segal & Segal, LLP, a bankruptcy firm in New York City. Since October 2010 she has been working with Levene, Neale, Bender, Yoo & Brill L.L.P.

LISA MASSE received her Bachelor of Arts Degree in Communication Studies at California State University Northridge, graduating with honors. Ms. Masse has been working with law firms specializing in bankruptcy for the past 20 years. She was employed by the law firm of Stutman, Treister & Glatt, Professional Corporation from January 2001 until April 2014. In May 2014, she joined the firm of Levene, Neale, Bender, Yoo & Brill, L.L.P. Ms. Masse continues her paralegal education by maintaining MCLE compliance.

MEGAN WERTZ (MW) has over 7 years of paralegal experience within the State of California. Ms. Wertz has been working with law firms specializing in bankruptcy and real estate for over 15 years. From 1999 to 2007 she worked for Blanco Tackabery Combs & Matamoros P.A. in Winston-Salem, North Carolina. From 2007 to 2015 she worked for Pachulski Stang Ziehl & Jones LLP. Since September 2015 she has been working with the firm of Levene, Neale, Bender, Yoo & Brill L.L.P. Ms. Wertz continues her paralegal education by staying in compliance with MCLE requirements under Business and Professions Code 6450(c)(3) and (d).

CONNIE RAY (CR) is a Trustee Administrator/Paralegal who received her Paralegal Certificate from the UCR Extension Paralegal Training Program. She received her bachelor's degree from the University of California, Santa Barbara in 1997. Prior to joining the Firm, she worked for the U.S. Bankruptcy Court, Central District of California, for 12 years, including as Judicial Assistant to the Honorable Peter H. Carroll from 2002 to 2010.

EXHIBIT B

<u>ATTORNEYS</u>	<u>2019 Rates</u>
DAVID W. LEVENE	625
DAVID L. NEALE	625
RON BENDER	625
MARTIN J. BRILL	625
TIMOTHY J. YOO	625
GARY E. KLAUSNER	625
EDWARD M. WOLKOWITZ	625
DAVID B. GOLUBCHIK	625
BETH ANN R. YOUNG	595
MONICA Y. KIM	595
DANIEL H. REISS	595
IRVING M. GROSS	595
PHILIP A. GASTEIER	595
EVE H. KARASIK	595
TODD A. FREALY	595
KURT RAMLO	595
JULIET Y. OH	580
TODD M. ARNOLD	580
CARMELA T. PAGAY	580
ANTHONY A. FRIEDMAN	580
KRIKOR J. MESHEFEJIAN	580
JOHN-PATRICK M. FRITZ	580
LINDSEY L. SMITH	495
JEFFREY KWONG	450
PARAPROFESSIONALS	250

EXHIBIT C

DAVID L. NEALE (SBN 141225)
J.P. FRITZ (SBN 245240)
LEVENE, NEALE, BENDER, YOO & BRILL L.L.P.
10250 Constellation Boulevard, Suite 1700
Los Angeles, California 90067
Telephone: (310) 229-1234
Facsimile: (310) 229-1244
Email: DLN@LNBYB.COM, JPF@LNBYB.COM

Proposed Counsel for
Official Committee of Unsecured Creditors

**UNITED STATES BANKRUPTCY COURT
CENTRAL DISTRICT OF CALIFORNIA
LOS ANGELES DIVISION**

In re:	) Case No. 2:19-bk-14989-WB
)
	) Chapter 11
SCOOBEEZ, et al. ¹)
	) Jointly Administered With Case Nos.:
Debtors and Debtors in Possession.	) 2:19-bk-14991-WB and 2:19-bk-14997-WB
)
	) NOTICE OF APPLICATION TO EMPLOY
Affected Debtor(s):	) LEVENE, NEALE, BENDER, YOO &
	) BRILL L.L.P. AS GENERAL
<input type="checkbox"/> All Debtors	) BANKRUPTCY COUNSEL FOR THE
	) OFFICIAL COMMITTEE OF
<input checked="" type="checkbox"/> Scoobeez	) UNSECURED CREDITORS
)
<input checked="" type="checkbox"/> Scoobeez Global, Inc.	) [NO HEARING REQUIRED UNLESS
	) REQUESTED PER LOCAL BANKRUPTCY
<input type="checkbox"/> Scoobur LLC	) RULE 2014-1(b)(1)(C)]
)

PLEASE TAKE NOTICE that the Official Committee of Unsecured Creditors (the “Committee”) appointed in the jointly administered bankruptcy cases of Scoobeez and Scoobeez Global, Inc. (each a “Debtor” and, collectively, the “Debtors”), has submitted its application (the “Application”) to employ the law firm of Levene, Neale, Bender, Yoo & Brill L.L.P. (“LNBYB”) as the Committee’s general bankruptcy counsel pursuant to 11 U.S.C. §§ 327(a),

¹ The Debtors and the last four digits of their respective federal taxpayer identification numbers are as follows: Scoobeez (6339); Scoobeez Global, Inc. (9779); and Scoobur, LLC (0343). The Debtors’ address is 3463 Foothill Boulevard, Glendale, California 91214.

330 and 1103(a), effective as of May 22, 2019, the date the Committee chose LNBYB as its counsel. A copy of the complete Application is on file with the Court and may be obtained by submitting a written request to LNBYB, whose name, address and facsimile number are set forth in the upper left-hand corner of the first page of this Notice.

PLEASE TAKE FURTHER NOTICE that the Committee seeks to employ LNBYB to render, among others, the following types of professional services:

(a) advising the Committee with regard to the requirements of the Bankruptcy Court, Bankruptcy Code, Bankruptcy Rules and the U.S. Trustee as they pertain to the Committee;

(b) advising the Committee with regard to certain rights and remedies of the Debtors' bankruptcy estates and the rights, claims and interests of creditors;

(c) representing the Committee in any proceeding or hearing in the Bankruptcy Court involving the Debtors' estates unless the Committee is represented in such proceeding or hearing by other special counsel;

(d) conducting examinations of witnesses, claimants or adverse parties and representing the Committee in any adversary proceeding, except to the extent that any such adversary proceeding is in an area outside of LNBYB's expertise;

(e) preparing and assisting the Committee in the preparation of reports, applications, pleadings and orders including, but not limited to, applications to employ professionals, and responding to pleadings filed by any other party in interest in these cases, including the Debtors;

(f) assisting the Committee to evaluate any sale or other disposition of assets in these cases;

(g) assisting the Committee to evaluate the existence of any assets and/or causes of action to pursue and representing the Committee in connection with the pursuit of any such causes of action;

1 (h) assisting the Committee in the negotiation, formulation, preparation and
2 confirmation of a plan of reorganization and the preparation and approval of a disclosure
3 statement in respect of the plan; and

4 (i) performing any other services which may be appropriate in LNBYB's
5 representation of the Committee during these bankruptcy cases.

6 **PLEASE TAKE FURTHER NOTICE** that because LNBYB's practice is limited
7 exclusively to matters of bankruptcy, insolvency and reorganization law, the services provided
8 by LNBYB do not include the rendition of substantive legal advice outside of these areas such
9 as corporate, tax, securities, tort, environmental, labor, criminal, real estate law or real estate
10 litigation. LNBYB will not be required to represent or advise the Committee in matters which
11 LNBYB believes are beyond LNBYB's expertise such as the areas of law just described. In
12 addition, LNBYB will not be required to represent the Committee in matters where LNBYB
13 determines that it lacks the ability to staff the matter adequately, such as in certain, major
14 complex litigation.

15 **PLEASE TAKE FURTHER NOTICE** that LNBYB seeks to be employed and
16 compensated pursuant to 11 U.S.C. §§ 327, 330, 331, and 1103. The Committee expects that
17 David L. Neale and John-Patrick M. Fritz, whose hourly billing rates are \$625 and \$580
18 respectively, will be the primary attorneys at LNBYB responsible for the representation of the
19 Committee during these bankruptcy cases. LNBYB will seek to be paid its fees from the
20 Debtors' estates in accordance with the regular fee application procedures of the Bankruptcy
21 Code and Bankruptcy Rules. It is contemplated that LNBYB will seek interim and final
22 compensation in the case as is permitted by Bankruptcy Code Sections 330 and 331 and
23 Bankruptcy Rule 2016. No compensation will be paid except upon application to and
24 approval by this Court after notice and a hearing in accordance with Bankruptcy Code
25 Sections 330 and 331, Bankruptcy Rule 2016 and Local Bankruptcy Rule 2016-1.

26 **PLEASE TAKE FURTHER NOTICE** that, as a matter of disclosure only, LNBYB
27 does not have any previous connection with any insider of the Debtors or any insider of an
28

insider of the Debtors. LNBYB has represented other committees, debtors and trustees in cases before the United States Bankruptcy Court for the Central District of California. Such prior representation in no way affects the proposed representation as provided for herein. LNBYB represented Nexgen Capital, LLC, but received no payment(s) from Nexgen Capital, LLC in connection with that representation. Nexgen Capital, LLC is now a member of the Committee, and the other Committee members are aware of LNBYB's prior representation.

PLEASE TAKE FURTHER NOTICE that the Application is based on this Notice, the Application, the Declaration of David L. Neale, Esq. submitted in support of the Application, the entire record of the cases, and any other evidence properly presented to the Court in support of the Application.

PLEASE TAKE FURTHER NOTICE that pursuant to Local Bankruptcy Rule 2014-1(b)(3)(E), any response and request for a hearing, in the form required by Local Bankruptcy Rule 9013-1(f), must be filed and served on the Debtor, LNBYB and the Office of the United States Trustee no later than fourteen (14) days following the date of service of this Notice.

PLEASE TAKE FURTHER NOTICE that the failure to file a timely objection to the Application or request for a Bankruptcy Court hearing on the Application may be deemed by the Bankruptcy Court to constitute consent to Bankruptcy Court approval of the Application.

Dated: May 24, 2019

Official Committee of Unsecured Creditors

By: /s/ John-Patrick M. Fritz
David L. Neale
John-Patrick M. Fritz
LEVENE, NEALE, BENDER,
YOO & BRILL L.L.P.
Proposed Counsel for the Official
Committee of Unsecured Creditors

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is:

10250 Constellation Blvd., Suite 1700, Los Angeles, CA 90067

A true and correct copy of the foregoing document entitled (*specify*): **APPLICATION TO EMPLOY LEVENE, NEALE, BENDER, YOO & BRILL L.L.P. AS GENERAL BANKRUPTCY COUNSEL FOR THE OFFICIAL COMMITTEE OF UNSECURED CREDITORS; DECLARATION OF DAVID L. NEALE IN SUPPORT THEREOF** will be served or was served (**a**) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (**b**) in the manner stated below:

1. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (NEF): Pursuant to controlling General Orders and LBR, the foregoing document will be served by the court via NEF and hyperlink to the document. On (*date*) May 24, 2019, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following persons are on the Electronic Mail Notice List to receive NEF transmission at the email addresses stated below:

☒ Service information continued
on attached page

2. SERVED BY UNITED STATES MAIL:

On May 24, 2019, I served the following persons and/or entities at the last known addresses in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States mail, first class, postage prepaid, and addressed as follows. Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.

☐ Service information continued
on attached page

3. SERVED BY PERSONAL DELIVERY, OVERNIGHT MAIL, FACSIMILE TRANSMISSION OR EMAIL (*state method for each person or entity served*): Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on May 24, 2019, I served the following persons and/or entities by personal delivery, overnight mail service, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. Listing the judge here constitutes a declaration that personal delivery on, or overnight mail to, the judge will be completed no later than 24 hours after the document is filed.

Via Attorney Service
The Honorable Julia W. Brand
U.S. Bankruptcy Court, Suite 1382
255 E. Temple St
Los Angeles, CA 90012

☐ Service information continued
on attached page

I declare under penalty of perjury under the laws of the United States that the foregoing is true and correct.

May 24, 2019
Date

Jason Klassi
Printed Name

/s/ Jason Klassi
Signature

2:19-bk-14989-WB Notice will be electronically mailed to:

John-Patrick M Fritz on behalf of Attorney Official Committee Of Unsecured Creditors
jpf@lnbyb.com, JPF.LNBYB@ecf.inforuptcy.com

John-Patrick M Fritz on behalf of Interested Party Levene, Neale, Bender, Yoo & Brill L.L.P.
jpf@lnbyb.com, JPF.LNBYB@ecf.inforuptcy.com

Alvin Mar on behalf of U.S. Trustee United States Trustee (LA)
alvin.mar@usdoj.gov

Ashley M McDow on behalf of Debtor Scoobeez
amcdow@foley.com, sgaeta@foley.com;mhebbeln@foley.com;swilson@foley.com;jsimon@foley.com

Ashley M McDow on behalf of Debtor Scoobeez Global, Inc.
amcdow@foley.com, sgaeta@foley.com;mhebbeln@foley.com;swilson@foley.com;jsimon@foley.com

Ashley M McDow on behalf of Debtor Scoobur LLC
amcdow@foley.com, sgaeta@foley.com;mhebbeln@foley.com;swilson@foley.com;jsimon@foley.com

Rejoy Nalkara on behalf of Creditor BMW Financial Services NA, LLC, c/o AIS Portfolio Services, LP
rejoy.nalkara@americaninfosource.com

Anthony J Napolitano on behalf of Creditor Hillair Capital Management LLC
anapolitano@buchalter.com, IFS_filing@buchalter.com;salarcon@buchalter.com

David L. Neale on behalf of Interested Party Levene, Neale, Bender, Yoo & Brill L.L.P.
dl@lnbyb.com

Gregory M Salvato on behalf of Interested Party INTERESTED PARTY
gsalvato@salvatolawoffices.com,
calendar@salvatolawoffices.com;jboufadel@salvatolawoffices.com;gsalvato@ecf.inforuptcy.com

Steven M Spector on behalf of Creditor Hillair Capital Management LLC
sspector@buchalter.com, IFS_efiling@buchalter.com;salarcon@buchalter.com

United States Trustee (LA)
ustpregion16.la.ecf@usdoj.gov